

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1571.
FILED, AUGUST 3rd. 1967.

File
RIX-ATHABASCA URANIUM MINES LIMITED

Full corporate name of Company

INCORPORATED UNDER THE LAWS OF THE PROVINCE OF ONTARIO BY LETTERS

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953) PATENT DATED February 21/67
(Ontario) by Letters Patent dated May 1st, 1957.

FILING STATEMENT

Reference is made to previous
Filing Statement No. 1498.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	To reflect the current status of the Company and particularly (a) that David W. Smith in acquiring 1,100,000 shares of the Company as described in Filing Statement number 1498 dated October 12th, 1966, and amending Filing Statement number 333 dated October 31st, 1966, was acting as an agent for New Nipiron Mines Limited, Suite 1102, 347 Bay Street, Toronto, Ontario, a company controlled by New York Oils Limited (N.P.L.). David W. Smith is in a position to materially affect control of New York Oils Limited (N.P.L.). (b) At the Annual Meeting of the Company held on June 30th, 1967, the shareholders approved the purchase of additional shares of Torbrit Silver Mines Limited (N.P.L.) if the directors in their discretion decided so to do. No further shares have in fact been acquired and none will be acquired without the prior notice thereof having been accepted for filing by The Toronto Stock Exchange.		
2. Head office address and any other office address.	Suite 1102 - 347 Bay Street, Toronto, Ontario.		
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	David W. Smith President & Director	906 Riverdale Avenue, Calgary, Alberta.	Petroleum and Mining Executive - Self- employed.
	W. Clarke Campbell Secretary & Director.	95 Dunvegan Road, Toronto, Ontario.	Solicitor, - Day, Wilson Campbell & Martin.
	Robert A. White Vice-President & Director.	312 Heath Street East, Toronto, Ontario.	Security Salesman, 1959-1963 - Bongard & Co., - 1963 - present, Registered Representative Davidson & Company.
	C.S. Eaton, Jr. Director.	2200 Terminal Tower, Cleveland, Ohio. 44113	Industrialist.
	Ronald W. Moody Director.	78 The Kingsway, Toronto, Ontario.	Partner, Davidson & Company - early 1967 - previously - Investment Manager, Montreal Trust Company since - 1961.
4. Share capitalization showing authorized and issued and outstanding capital.	5,000,000 shares of \$1 par value each, of which 4,000,000 shares are issued and outstanding		
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None		
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None		

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not Applicable
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Not Applicable
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Board of Directors proposes to continue exploration activities and no change in investment policy is contemplated. Any funds which may be obtained through sale of investments will not be utilized for other purposes except as stated herein until notice has been given to and accepted for filing by the Toronto Stock Exchange.
10. Brief statement of company's chief development work during past year.	None since the filing of the Company's last filing statement dated October 12th, 1966, and amending filing statement dated October 31st, 1966.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not Applicable
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not Applicable
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not Applicable
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<u>Roytor & Co. No. 1 Account</u> c/o The Royal Bank of Canada 1,109,600 shares 2 King Street East, Toronto 1, Ontario. (1,100,000 beneficially owned by New Nipiron Mines Limited) <u>Domtor Company</u> ★ The Toronto- Dominion Bank - 333,250 shares Toronto, Ontario. ★ <u>Meyers & Co.,</u> 2 St. Alphage House, 2 Fore Street, London E.C. 2, England, - 190,501 shares ★ <u>Midland-Osler Securities Limited,</u> 44 King Street West, Toronto 1, Ontario, - 104,062 shares ★ <u>Bache & Co. Incorporated,</u> 360 Bay Street, Toronto 1, Ontario. - 99,500 shares ★ Beneficial owners not known.

FINANCIAL STATEMENTS

RIX-ATHABASCA URANIUM MINES LIMITED

BALANCE SHEET. - JUNE 30, 1967

ASSETS

CURRENT ASSETS:

Cash	\$147,240.86
Interest accrued	176.00
Accounts receivable	<u>4,922.75</u>
Total current assets	<u>152,339.61</u>

INVESTMENTS, at cost:

Marketable securities (approximate market value \$3,039.)	4,342.00	
Torbrit Silver Mines Limited (approximate market value \$637,560.)	679,767.68	
Other (no quoted market value)	<u>109,067.65</u>	<u>793,177.33</u>
		<u>945,516.94</u>

LIABILITIES

Accounts payable and accrued charges 3,329.54

Shareholders' equity:

Capital -

Authorized:

5,000,000 shares at \$1 par value each

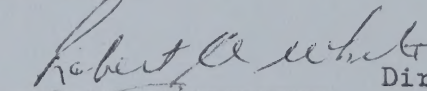
Issued:

4,000,000 shares	4,000,000.00
Less discount thereon	<u>845,001.00</u>
	3,154,999.00

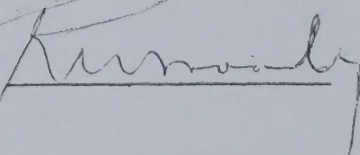
Deficit 2,212,811.60 942,187.40

\$945,516.94

On behalf of the Board:



Director



Director

RIX-ATHABASCA URANIUM MINES LIMITED
STATEMENT OF PROFIT AND LOSS AND DEFICIT
FOR THE SIX MONTHS ENDING JUNE 30, 1967

REVENUE:

Investment income -	
Interest	\$ 892.73

EXPENSES:

Administrative -	
Accounting Fees	2,000.00
Annual meeting and shareholders' expense	827.45
Care & maintenance - Beaverlodge	1,138.28
Interest and bank charges	159.15
Legal fees	1,034.30
Miscellaneous	27.40
Registrar and stock certificate expense	808.33
Stock exchange expense	165.72
Taxes, licenses and fees	141.78
	6,302.41

Exploration expenses -

Parkin Township	90.00	6,392.41
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Loss for the period	5,499.68
Deduct proceeds on disposal of equipment and supplies (net)	1,195.10

4,304.58

Deficit, December 31, 1966	2,196,059.46
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2,200,364.04

Add loss on sale of investments (net)	12,447.56
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Deficit, June 30, 1967	\$2,212,811.60
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RIX-ATHABASCA URANIUM MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD JANUARY 1st, 1967 to JUNE 30th, 1967

SOURCE OF FUNDS:

Proceeds on sale of investments	133,445.00	
Proceeds on disposal of equipment	<u>1,195.10</u>	134,640.10

APPLICATION OF FUNDS:

Net loss on operations (see statement)	<u>5,499.68</u>
Increase in working capital for the period	129,140.42
Working capital - January 1st, 1967	<u>19,869.65</u>
Working capital - June 30th, 1967	<u><u>\$149,010.17</u></u>

RIX-ATHABASCA URANIUM MINES LIMITED

INVESTMENTS - JUNE 30, 1967

MARKETABLE SECURITIES

BOOK VALUE

MARKET VALUE

4,342 shares	R. J. Jowsey Mining Co. Ltd. - common	4,342.00	3,039.40
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TORBRIT SILVER MINES LIMITED -

1,138,500 shares	Common	679,767.68	637,560.00
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OTHER

30,000 shares	Mexican Investors Ltd.	75,000.00
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130,000 shares	Jessop Mines Ltd.	13,000.00
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\$34,000.00	Uranium City 5% Amortized Debentures due November 1st, 1976	21,067.65
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16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	David W. Smith, 906 Riverdale Avenue, Calgary, Alberta, the President and a Director of the Company is in a position to affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	(See Financial Statement Attached).
18. Brief statement of any lawsuits pending or in process against company or its properties.	The Company together with Torbrit Silver Mines Limited (Non-Personal Liability) and all directors thereof, Mid Chibougamau Mines Limited (No Personal Liability) and Guardian Growth Fund Limited, have all been named defendants in an action commenced on October 24th, 1966 in the Supreme Court of British Columbia, by Frederick Jowsey on behalf of himself and the other shareholders of Torbrit. Sought against the Company is an injunction restraining the Company from voting, disposing of, or in any manner dealing with its shareholdings in the capital stock of Torbrit. To date the writ has not been served upon the Company.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No portion of the 1,100,000 shares of the Company referred to in Item 1(a) hereof will be disposed of or traded in without prior notice being given to and accepted for filing by the Toronto Stock Exchange. No funds of the Company, other than for exploration and investment in eligible securities under the Canadian and British Insurance Companies Act will be used for any transaction involving a substantial value of shares or other assets of any other company, until prior notice has been given to and accepted for filing by the Toronto Stock Exchange. There is no other material fact. Shares of the Company are not in the course of primary distribution.

CERTIFICATE OF THE COMPANY

DATED July 27th, 1967.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"D.W. Smith"

David W. Smith CORPORATE SEAL
President

"R.A. White"

CERTIFICATE OF UNDERWRITER OR OPTIONEE Vice-President

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)